

RECORDATION NO. 23802 FILED

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DEC 31 '01

1-34 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 31, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of August 22, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Lessee: Oglebay Norton Industrial Sands, Inc.
1000 Oglebay Norton Drive
Brady, Texas 76825-0429

A description of the railroad equipment covered by the enclosed document is:

Fifty (50) railcars within the series AEX 000015 - AEX 001450 not inclusive as set forth on Exhibit A to the Memorandum of Lease.

A short summary of the document to appear in the index is:

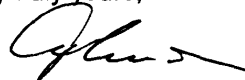
Memorandum of Lease.

Mr. Vernon A. Williams
December 31, 2001
Page 2

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is entered into as of the 22nd day of August, 2001, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Oglebay Norton Industrial Sands, Inc., a Delaware corporation, having its principal place of business at 1000 Oglebay Norton Drive, Brady, TX 76825-0429 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement dated as of May 1, 2001 (the "Master Lease"), and Rider #200101-ONIR3 dated as of August 22nd, 2001 (the "Assigned Schedule"), whereby Lessor leases to Lessee ~~one hundred (100)~~ one hundred (100) rail cars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of sixty (60) months starting the first day of the month following the date of delivery of the final Car.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSOR:

Signed and acknowledged in the presence of:

THE ANDERSONS, INC.

By:

Rasesh H. Shah

Title:

PRESIDENT RAIL GROUP

STATE OF Ohio)
) SS:
COUNTY OF Cuyahoga)

Before me, a Notary Public, in and for said county and state, personally appeared Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 14th day of November, 2001.

R. Thomas Connolly
Notary Public
My Commission Expires:

R. Thomas Connolly

LESSEE:

Notary Public, State of Ohio
My Commission Expires 1-13-2002

OGLEBAY NORTON INDUSTRIAL SANDS, INC.

By:

Jeffrey L. Bray

Title:

President

Signed and acknowledged in the presence of:

STATE OF Arizona)
) SS:
COUNTY OF Maricopa)

On this 1st day of November, 2001, before me personally appeared Jeffrey S. Gray, to me personally known, who being duly sworn, says that he/she is the President of Oglebay Norton Industrial Sands, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sheralyn A. Laman
Notary Public
My Commission Expires:



Notary Public State of Arizona
Maricopa County
Sherilyn A. Laman
Expires August 13, 2005

Exhibit "A"	
Oglebay Norton Industrial Sands, Inc. 200101-ONIR3	
Car Numbers:	
1	AEX 000015
2	AEX 000017
3	AEX 000021
4	AEX 000091
5	AEX 000147
6	AEX 000150
7	AEX 000152
8	AEX 000173
9	AEX 000174
10	AEX 000175
11	AEX 000177
12	AEX 000185
13	AEX 000189
14	AEX 000190
15	AEX 000193
16	AEX 000195
17	AEX 000196
18	AEX 000197
19	AEX 000198
20	AEX 000200
21	AEX 000201
22	AEX 000203
23	AEX 000205
24	AEX 000207
25	AEX 000209
26	AEX 000210
27	AEX 000216
28	AEX 000219
29	AEX 000220
30	AEX 001430
31	AEX 001431
32	AEX 001432
33	AEX 001433
34	AEX 001434
35	AEX 001435
36	AEX 001436
37	AEX 001437
38	AEX 001438
39	AEX 001439
40	AEX 001440
41	AEX 001441
42	AEX 001442
43	AEX 001443
44	AEX 001444
45	AEX 001445
46	AEX 001446
47	AEX 001447
48	AEX 001448
49	AEX 001449
50	AEX 001450